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A handwritten signature in cursive script, reading "Dennis Montali", is written over a horizontal line.

DENNIS MONTALI  
U.S. Bankruptcy Judge

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*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

In re

PG&E CORPORATION,

-and-

PACIFIC GAS AND ELECTRIC  
COMPANY,  
Debtors.

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**ORDER AMENDING ORDER  
PURSUANT TO 11 U.S.C. § 327(a) AND  
FED. R. BANKR. P. 2014(a) AND 2016  
FOR AUTHORITY TO RETAIN AND  
EMPLOY MUNGER, TOLLES & OLSON  
LLP AS COUNSEL FOR CERTAIN  
MATTERS AS OF THE PETITION DATE**

[No hearing requested]

[Relates to Dkt. No. 1677]

1           Upon the application, dated September 18, 2019 (the “**Application to Amend**”), of PG&E  
2 Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors  
3 and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned  
4 chapter 11 cases (the “**Chapter 11 Cases**”), to amend *Order Pursuant to 11 U.S.C. § 327(e) and*  
5 *Fed. R. Bankr. P. 2014(a) and 2016 for Authority to Retain and Employ Munger, Tolles & Olson*  
6 *LLP as Counsel for Certain Matters Effective as of the Petition Date* (the “**Retention Order**”)  
7 [Dkt No. 1677]; and this Court having jurisdiction to consider the Application to Amend and the  
8 relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order Referring*  
9 *Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 and Rule 5011-1(a)  
10 of the Bankruptcy Local Rules for the United States District Court for the Northern District of  
11 California (the “**Bankruptcy Local Rules**”); and consideration of the Application to Amend and  
12 the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being  
13 proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the  
14 Application having been provided to the parties listed therein, and it appearing that no other or  
15 further notice need be provided; and this Court having reviewed the Application to Amend and the  
16 Weissmann Declaration; and upon the record of the Hearing (if any was held) and all of the  
17 proceedings had before the Court; and this Court having found and determined that the relief  
18 sought in the Application to Amend is in the best interests of the Debtors, their estates, creditors,  
19 shareholders, and all parties in interest; and that the legal and factual bases set forth in the  
20 Application to Amend establish just cause for the relief granted herein; and after due deliberation  
21 and sufficient cause appearing therefor,

22           **IT IS HEREBY ORDERED THAT:**

- 23           1. The Application to Amend is granted as provided herein.
- 24           2. The Retention Order is hereby amended to provide that the Specific Matters include:
- 25               a. Representing and advising the Debtors with regard to regulatory, corporate,
- 26                     transactional, and other legal issues associated with potential structural options
- 27                     in relation to electric distribution systems;
- 28

- b. Representing the Debtors as co-counsel at trial in the first trial in the consolidated action captioned *California North Bay Fire Cases*, JCCP No. 4995 (Cal. Super. Ct.) (the “**Tubbs Fire Action**”);
  - c. Representing and advising the Debtors in connection with any other civil actions or proceedings arising out of or related to the Northern California wildfires.
3. Subject to the foregoing clarifying amendment, the Retention Order remains in effect and is incorporated herein by reference.
  4. Notice of the Application to Amend as provided therein shall be deemed good and sufficient notice of the Application to Amend;
  5. To the extent the Application to Amend is inconsistent with this Order, the terms of the Order shall govern;
  6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

**\*\*END OF ORDER\*\***